

SULLIVAN • HAZELTINE • ALLINSON LLC
901 North Market Street, Suite 1300
Wilmington, DE 19801
Tel: (302) 428-8191
Fax: (302) 428-8195
William A. Hazeltine

Attorneys for MERSCORP Holdings, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:
RESIDENTIAL CAPITAL, LLC, *et al.*,
Debtors.

Chapter 11
Case No. 12-12020 (MG)
Jointly Administered
Related Docket No. 61

**RESPONSE OF MERSCORP HOLDINGS, INC.
TO DEBTORS' SALE MOTION**

MERSCORP Holdings, INC., ("MERSCORP Holdings"), by and through undersigned counsel, files this response to the Debtors' motion to sell certain of their assets (the "Motion") [Docket No. 61] and states as follows:

1. Debtor Residential Funding Company, LLC owns stock (the "MERSCORP Holdings Stock") in MERSCORP Holdings. Pursuant to MERSCORP Holdings' Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), any transfer of the MERSCORP Holdings Stock is subject to several transfer restrictions, including a right of first refusal. MERSCORP Holdings expects to amend the Certificate of Incorporation in the near future to, among other things, remove these transfer restrictions from the Certificate of Incorporation.

2. The Debtors filed the Sale Motion on May 14, 2012. Pursuant to the Sale Motion, as amended by subsequent filings, and based on the results of an auction held on October 23 and

24, 2012, the Debtors propose to sell certain of their assets to Ocwen Loan Servicing, LLC (“Ocwen”) and Berkshire Hathaway, Inc. (“BH”) pursuant to two separate asset purchase agreements. At present, MERSCORP Holdings does not know whether the MERSCORP Holdings Stock will be among the assets sold to either Ocwen or BH.

3. MERSCORP Holdings does not object to any sale of the MERSCORP Holdings Stock following the amendment of the Certificate of Incorporation to remove the transfer restrictions. MERSCORP Holdings expects that this will occur on or around December 20, 2012. However, MERSCORP Holdings does request that the closing of any sale of the MERSCORP Holdings Stock be postponed until following the amendment of the Certificate of Incorporation. This will not cause an undue delay and will ensure that the sale of the MERSCORP Holdings Stock does not violate the Certificate of Incorporation.

CONCLUSION

WHEREFORE, for the foregoing reasons, MERSCORP Holdings respectfully requests that this Honorable Court enter an order consistent with this response and granting to MERSCORP Holdings such other and further relief as is just and proper.

Date: October 30, 2012
Wilmington, DE

SULLIVAN • HAZELTINE • ALLINSON LLC



William A. Hazeltine (DE Bar ID No. 3294)
901 North Market Street, Suite 1300
Wilmington, DE 19801
Tel: (302) 428-8191
Fax: (302) 428-8195

Attorneys for MERSCORP Holdings, Inc.

CERTIFICATE OF SERVICE

I, William A. Hazeltine, do hereby certify I am not less than 18 years of age and that on this 30th day of October 2012, I caused copies of the attached *Response of MERSCORP Holdings, Inc. to Debtors' Sale Motion* to be served upon the parties listed below via electronic mail, unless otherwise indicated.

Larren M. Nashelsky, Esq.
Gary S. Lee, Esq.
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
lnashelsky@mofo.com
glee@mofo.com

Jessica C.K. Boelter, Esq.
Sidley Austin LLP
One South Dearborn
Chicago, IL 60603
jboetler@sidley.com

Kenneth Eckstein, Esq.
Doug H. Mannal, Esq.
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
keckstein@kramerlevin.com
dmannal@kramerlevin.com

Seth Goldman, Esq.
Thomas Walper, Esq.
Munger, Tolles & Olsen LLP
355 South Grand Avenue
Los Angeles, CA 90071
Seth.goldman@mto.com
thomas.walper@mto.com

Ray C. Schrock, Esq.
Richard M. Cieri, Esq.
Stepehn E. Hessler, Esq.
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
ray.schrock@kirkland.com
richard.cieri@kirkland.com
Stephen.hessler@kirkland.com

Elizabeth A. Raymond, Esq.
Mayer Brown LLP
71 South Wacker Drive
Chicago, IL 60606
eraymond@mayerbrown.com

Via Facsimile

Brian S. Masumoto, Esq.
Office of the United States Trustee
Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Fax No. 212-668-2255

Under penalty of perjury, I declare the foregoing to be true and correct.

October 30, 2012
Date

/s/ William A. Hazeltine
William A. Hazeltine